

## INSTRUCTIONS TO FORM SCC722.4 – GUIDE FOR ARTICLES OF DOMESTICATION

### (Foreign stock corporation intending to become a Virginia stock corporation)

Guideform SCC722.4 has been produced by the Commission as a guide to help you prepare the corporation's articles of domestication. Please note, however, that this guideform with missing information written in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

<b>Filing Requirements</b>	
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the articles of domestication on or before the annual registration fee due date, payment of the registration fee for the current year is not required.	
<b>Required Fees</b>	
<b>Charter Fee:</b> 1 million or fewer authorized shares - <b>\$50</b> for each 25,000 shares or fraction thereof More than 1 million shares - <b>\$2,500</b>	<b>Filing Fee: \$25.00</b>
<b>File Online Today</b>	<b>Paper Filing</b>
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of domestication in real time. <b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	Download from <a href="https://scc.virginia.gov/pages/Foreign-Corporations">https://scc.virginia.gov/pages/Foreign-Corporations</a> complete, print, and mail or deliver to below address:  <b>State Corporation Commission</b> <b>Courier Delivery Address</b> Clerk's Office      1300 E. Main St, 1 <sup>st</sup> floor P.O. Box 1197      Richmond, VA 23219 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>

### Specific Instruction

#### Name

The corporation must use one of these designations in its name:

- Corporation
- Incorporated
- Company
- Limited
- Corp.
- Inc.
- Co.
- Ltd.

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a name, visit <https://cis.scc.virginia.gov>

#### Signature:

The articles of domestication must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below or next to the signature. See § 13.1-604 of the Code of Virginia.

The **amended and restated articles of incorporation** that will be in effect upon consummation of the domestication must comply with the requirements of Chapter 9 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. We suggest following form SCC619, which contains the minimum provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia stock corporation. It may be downloaded from <https://scc.virginia.gov/pages/Virginia-Stock-Corporations>. Change the caption to Amended and Restated Articles of Incorporation, delete or omit paragraph 6 (initial directors), insert required or desired additional provisions, and delete or omit the incorporator's name and signature. The amended and restated articles of incorporation do not need to be signed.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.***

If a foreign corporation has authority to transact business in this Commonwealth at the time of the filing of the articles of domestication, the charter fee to be charged upon domestication shall be an amount equal to the difference between the amount that would be required by § 13.1-615.1 of the Code of Virginia and the amount already paid as an entrance fee by the foreign corporation. See § 13.1-615.1 of the Code of Virginia. **You may contact the Clerk's Office Legal Services section for assistance in determining the charter fee.**

### NOTES

A foreign corporation's existence as a Virginia corporation shall begin when the certificate of domestication is effective. See § 13.1-722.4 of the Code of Virginia.

If a foreign corporation is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of authority shall be canceled automatically on the effective date of the certificate of domestication issued by the Commission. See § 13.1-722.4 of the Code of Virginia.

#### Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

**Do not include Personally Identifiable Information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



State Corporation Commission

Form  
**SCC722.4**  
(Rev. 08/20)

**GUIDE FOR ARTICLES OF DOMESTICATION**  
**(Foreign stock corporation intending to become a Virginia**  
**stock corporation)**

ARTICLES OF DOMESTICATION OF  
(corporation's name prior to domestication)

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately before the filing of these articles of domestication is (corporation's name prior to domestication). Upon the filing of these articles, the name of the corporation shall be (corporation's name as a Virginia corporation).
2. The corporation was originally formed, organized, or incorporated under the laws of (state or other jurisdiction) on (date) as a (entity type) with the name (original name). *(If the corporation subsequently changed its entity type or jurisdiction of formation, organization, or incorporation, set forth the effective date of the change and the corporation's name, entity type, and jurisdiction of formation, organization, or incorporation upon consummation of each change.)*
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
  - A. The corporation is presently domesticated under the laws of (state or other jurisdiction of incorporation) as a corporation that is authorized to issue shares of stock, and the jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia.
  - B. The full text of the amended and restated articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
  - C. *(Set forth the additional terms and conditions of the domestication, including any additional provisions that are related to the domestication; provided that such terms and conditions may not alter the designation, rights, preferences, or limitations of all or any part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.)*
4. The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated immediately prior to the filing of these articles, and the corporation has complied with those laws in effecting the domestication.

Executed in the name of the corporation by:

\_\_\_\_\_  
*(signature)*

\_\_\_\_\_  
*(date)*

\_\_\_\_\_  
*(printed name)*

\_\_\_\_\_  
*(corporate title)*

\_\_\_\_\_  
*(corporation's SCC ID no., if assigned)*

\_\_\_\_\_  
*(telephone number (optional))*

**THIS FORM IS TO BE USED AS A GUIDE ONLY.**